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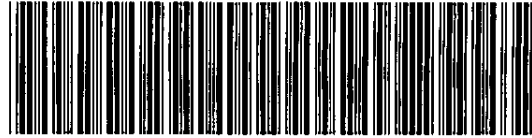
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## Amended and Restated

### Articles of Incorporation

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
NUMBER 2 CONDOMINIUM ASSOCIATION -  
PALM GREENS AT VILLA DEL RAY, INC.**

The undersigned officers of **Number 2 Condominium Association - Palm Greens at Villa Del Ray, Inc.** do hereby certify that the following Amended and Restated Articles of Incorporation of said corporation are a true and correct copy of the Amended and Restated Articles of Incorporation, as amended pursuant to Article 9 of the Articles of Incorporation, by the membership at a duly called and noticed meeting of the members held on March 22, 2016, and recessed to and reconvened on April 21, 2016. The Amended and Restated Articles of Incorporation were adopted by the members on April 21, 2016, and the number of votes cast was sufficient for approval.

**SEE ATTACHED**

WITNESS my signature hereto this 3rd day of May, 2016, at Delray Beach, Palm Beach County, Florida.

**NUMBER 2 CONDOMINIUM ASSOCIATION -  
PALM GREENS AT VILLA DEL RAY, INC.**

[Signature]  
\_\_\_\_\_  
Witness  
[Signature]  
\_\_\_\_\_  
Witness

BY: [Signature] (SEAL)  
\_\_\_\_\_  
President  
ATTEST: [Signature] (SEAL)  
\_\_\_\_\_  
Secretary

STATE OF FLORIDA :  
COUNTY OF PALM BEACH :

The foregoing instrument was acknowledged before me this 3rd day of May, 2016, by Anthony De Niro and Lenore Jaje, as President and Secretary, respectively, of Number 2 Condominium Association - Palm Greens at Villa Del Ray, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me, or have produced \_\_\_\_\_ identification and did take an oath. If no type of identification is indicated, the above-named persons are personally known to me.

[Signature] (Signature)  
Gabriel Martinez (Print Name)



**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**NUMBER 2 CONDOMINIUM ASSOCIATION –  
PALM GREENS AT VILLA DEL RAY, INC.**

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**NOTE: This document is a substantial rewording of the Articles of Incorporation attached as an Exhibit to the Declarations of Condominium for the Condominiums (as defined herein below) executed by Developer on June 19, 1980 and filed with the State of Florida Department of Corporations on June 19, 1980.**

The Incorporator, by these Articles, does so for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida (Chapter 617, Florida Statutes), and hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the Corporation shall be NUMBER 2 CONDOMINIUM ASSOCIATION – PALM GREENS AT VILLA DEL RAY, INC. For convenience, the Corporation shall be referred to in this instrument as the “Association” or the “Corporation,” these Articles of Incorporation as the “Articles,” and the By-Laws of the Association as the “By-Laws.”

**ARTICLE II  
PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes (the “Act”) for the operation of those certain condominiums to be known as:

- Palm Greens at Villa Del Ray, Phase 6 A Condominium;
- Palm Greens at Villa Del Ray, Phase 7 A Condominium;
- Palm Greens at Villa Del Ray, Phase 8 A Condominium;
- Palm Greens at Villa Del Ray, Phase 9 A Condominium;
- Palm Greens at Villa Del Ray, Phase 10 A Condominium;
- Palm Greens at Villa Del Ray, Phase 11 A Condominium
- Palm Greens at Villa Del Ray, Phase 12 A Condominium
- Palm Greens at Villa Del Ray, Phase 13 A Condominium
- Palm Greens at Villa Del Ray, Phase 14 A Condominium
- Palm Greens at Villa Del Ray, Phase 15 A Condominium
- Palm Greens at Villa Del Ray, Phase 16 A Condominium
- Palm Greens at Villa Del Ray, Phase 17 A Condominium
- Palm Greens at Villa Del Ray, Phase 18 A Condominium
- Palm Greens at Villa Del Ray Phase 18-A A Condominium

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(All of the foregoing shall hereinafter be collectively referred to as the “Condominiums”)

**ARTICLE III  
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declarations of Condominium (“Declaration”) for the Condominiums, and the By-Laws of the Association, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE IV  
POWERS**

The powers of the Association shall include and be governed by the following:

4.1 General. The Association shall have all of the common law and statutory powers of a not-for-profit corporation under the laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

4.2 Enumeration. The Association shall have all the powers and duties set forth in the Act (except as to variances in these Articles and the Declaration which are permitted by the Act), and all of the powers and duties reasonably necessary to operate the Condominiums pursuant to its Declaration, and as same may be amended from time to time, including, but not limited to, the following:

A. To make and collect regular and special Assessments and other charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

B. To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominiums.

C. To maintain, repair, replace, reconstruct, add to, and operate the Condominiums and other property acquired or leased by the Association for use by Unit Owners.

D. To purchase insurance upon the Condominiums and insurance for the protection of the Association, its officers, directors, and Members as Unit Owners, and such other parties as the Association may determine in the best interest of the Association.

E. To make and amend reasonable rules and regulations for the maintenance, operation and use of the Condominiums Property and for all other lawful purposes.

F. To approve or disapprove the transfer, mortgaging, ownership and possession of Units as may be provided by the Declaration. To charge a transfer fee as provided in the Act, as amended from time to time.

G. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominiums.

H. To contract for the management of the Condominiums, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association, as the Board deems appropriate, except (1) those which require specific approval of the Board of Directors or the membership of the Association; (2) those which are incapable of being delegated as same may be contrary to the Declaration or the By-Laws; (3) those which are contrary to the Statutes of the State of Florida; and (4) wherein a delegation is a power and duty which by its very nature is a decision or fiduciary responsibility to be made by the Board of Directors and is therefore not susceptible of delegation.

I. To employ personnel to perform the services required for proper operation of the Condominiums.

J. To enter into agreements with other parties for easements or sharing arrangements or recreational facilities as the Board of Directors may deem in the best interests of the Condominiums.

K. Make contracts and guaranties, incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure its obligations by mortgage and pledge of all or any of its property, franchises, or income.

4.3 Assets of the Association. All funds and the titles of all Property acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

4.4 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

**ARTICLE V  
MEMBERS**

5.1 Membership. The Members of the Association shall consist of all of the record Owners of Units in the Condominiums; and, after termination of the Condominiums, if same shall occur, the Members of the Association shall consist of those who are Members at the time of the termination, and their successors and assigns. Membership shall be established by the acquisition of ownership of fee title to, or fee interest in, a Condominium Parcel in the Condominiums, whether by conveyance, devise, judicial decree, or otherwise subject to the provisions of the Declaration, and by the recordation amongst the Public Records of Palm Beach County, Florida, of the deed or other instrument establishing the acquisition and designating the parcel affected thereby, and by the delivery to the Association of a true copy of such deed or other instrument. The new Owner designated in such deed or other instrument shall thereupon become a Member of the Association, and the membership of the prior owner as to the parcel designated shall be terminated. Membership shall be limited to natural persons, except for Trusts for financial planning purposes as outlined in the By-Laws.

5.2 Assignment. The share of a Member in the funds and assets of the Association, in its Common Elements and its Common Surplus, and membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.3 Voting. On all matters upon which the membership shall be entitled to vote, the vote for each Unit shall be as specified in the Declaration and the By-Laws. Said votes shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one (1) Unit shall be entitled to the cumulative total of votes allocated to Units owned.

5.4 Meetings. The By-Laws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

**ARTICLE VI  
TERM OF EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE VII  
INCORPORATOR**

The name and address of the subscribers to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Henry H. Yusem	P.O. Box 1739 Delray Beach, Florida 33444
Stephen Rattner	P.O. Box 1739 Delray Beach, Florida 33444
Martin Riefs	P.O. Box 1739 Delray Beach, Florida 33444

## **ARTICLE VIII OFFICERS**

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

## **ARTICLE IX DIRECTORS**

9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of five (5) directors. All Directors must be Members of the Association.

9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when that is specifically required.

9.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

## **ARTICLE X INDEMNIFICATION**

10.1 Indemnity. To the extent permitted by law, the Association shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, employee, officer or agent of, or a committee member appointed by, the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding; and, with respect to any criminal action or proceeding; except, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association or that such person shall have been found and adjudged to have committed fraud, unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

10.2 Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

10.3 Approval. Any indemnification under Section 10.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in



the circumstances because he has met the applicable standard of conduct set forth in Section 10.1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by a majority of the Members.

10.4 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

10.5 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

10.6 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

## **ARTICLE XI** **AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the following manner:

11.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

11.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-fourth (1/4) of the Members of the Association. A proposed amendment must be approved by not less than a majority of the eligible voting interests of the membership of the Association. Members may vote in person or by proxy, at a meeting at which a quorum is established, or by written agreement in lieu of a meeting where at least a quorum of the membership participates.

11.3 Limitation. No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of Members.

11.4 Recording. A copy of each amendment shall be filed with and certified by the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy shall be recorded in the Public Records of Palm Beach County, Florida.

11.5 Scrivener's Errors. The Board of Directors may correct scrivener's errors in the Declaration of Condominium without the necessity of a vote of the Unit Owners.

**ARTICLE XII**  
**ADDRESS**

The principal place of business of the Corporation shall be located at 5801 Via Delray, Delray Beach, Florida 33484, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

**ARTICLE XIII**  
**REGISTERED OFFICE ADDRESS**  
**AND NAME OF REGISTERED AGENT**

The registered agent of this Corporation shall be Gabriel Martinez, LCAM, 5801 Via Delray, Delray Beach, Florida 33484.

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